

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	
	§	
BISON BUILDING	§	CASE NO. 09-34452-H2-11
HOLDINGS, INC., et al.,	§	(Chapter 11 – Jointly Administered)
	§	
Debtors.	§	

**APPLICATION FOR AUTHORITY TO EMPLOY
WOODROCK & CO. AS THE DEBTORS' INVESTMENT BANKER
PURSUANT TO §§ 327, 328 AND 330 OF THE BANKRUPTCY CODE**

A HEARING WILL BE CONDUCTED ON THIS MATTER ON FEBRUARY 1, 2010 AT 10:00 A.M. IN COURTROOM 400, 515 RUSK AVENUE, HOUSTON, TEXAS. THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE PRIOR TO THE HEARING DATE. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

**To the Honorable Wesley W. Steen
United States Bankruptcy Judge:**

Bison Building Holdings, Inc., Bison Building Materials, LLC, Bison Building GP, Inc., HLBM Company, Milltech, Inc., Bison Building Materials Nevada, LLC, Bison Multi-Family Sales, LLC and Bison Construction Services, LLC (the "Debtors") file this Application for Authority to Employ WoodRock & Co. ("WoodRock") as the Debtors' Investment Banker pursuant to §§ 327, 328 and 330 of the Bankruptcy Code (the "Application").

Jurisdiction and Venue

1. This Court has jurisdiction to consider this application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On June 28, 2009, the Debtors filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

Application to Employ

3. The Debtors seek entry of an order authorizing the retention of WoodRock as the Debtors’ investment banker in these cases under §§ 327, 328 and 330 of the Bankruptcy Code. The Debtors desire to employ WoodRock to provide financial advisory and investment banking services to assist the Debtors in their attempts to raise capital and explore strategic alternatives in connection with their formulation of a plan of reorganization.

4. WoodRock is a Texas corporation that provides, among other things, financial advisory, strategic planning, and restructuring services to emerging growth and middle-market companies throughout the country. WoodRock is based in Houston, Texas and maintains offices at 4265 San Felipe Street, Suite 600, Houston, Texas 77027.

5. John P. Dennis, III is a Principal and Managing Director of WoodRock and will have primary responsibility for the services to be provided to the Debtors. Mr. Dennis founded WoodRock in April 1998 and has vast experience in deal origination and selection, deal and project leadership, strategy, and business management in various industries. Since founding the firm, Mr. Dennis has executed over \$6 billion in transactions. Mr. Dennis’ direct number at WoodRock is (713) 654-0912. WoodRock’s fax number is (713) 750-0529.

6. The Debtors have selected WoodRock because of its considerable experience in providing the types of services necessary to raise capital and explore various other strategic alternatives in small and midsize companies. The Debtors believe that WoodRock possesses the

requisite resources and is both highly qualified and uniquely able to perform the services contemplated herein. The services to be provided by WoodRock are outlined in the engagement letter attached hereto as **Exhibit 1**.

Compensation and Reimbursement of Expenses

7. Subject to the Court's approval, as described in greater detail in the engagement letter attached as **Exhibit 1**, WoodRock will charge the following fees for its services:

- Financial Advisory Services Fee –WoodRock will be paid a one-time Financial Advisory Services Fee of \$75,000.00 in connection with developing the Debtors' financial memorandum and assisting the Debtors in pursuing available options. The Financial Advisory Services Fee will be payable in monthly installments, starting with a \$25,000.00 payment upon entry of an order approving WoodRock's engagement, with subsequent payments of \$15,000.00 being due every 30-days thereafter. The Financial Advisory Services Fee will be credited against any Financial Transaction Fee or M&A Transaction Fee (described below) earned in connection with the engagement, subject to the \$250,000.00 "floor" (described below).
- Financial Transaction Fee – For all equity capital and/or debt capital committed and received by the Debtors, WoodRock will be paid a cash fee equal to (i) the greater of 5.00% of the gross amount of any equity capital raised and actually received by the Debtors or \$250,000; and (ii) the greater of 2.00% of the gross amount of any debt capital actually received by the Debtors or \$250,000.00.
- M&A Transaction Fee – With respect to any M&A Transaction (as defined in the engagement letter), WoodRock will be paid the greater of 3.50% of the total transaction value of the M&A Transaction or \$250,000.00.

With respect to any transaction involving a combination of the foregoing (i.e., equity capital, debt capital and/or M&A Transaction), WoodRock will be paid the greater of the aggregate of the Financial Transaction Fee and M&A Transaction Fee or \$250,000.00. In the event of multiple transactions, the \$250,000.00 "floor" will only apply once. Transactions involving the Pat Bierschwale or any of his affiliates or family members shall not result in a Financial Transaction or M&A Transaction Fee.

8. The Debtors will also reimburse WoodRock for actual out-of-pocket expenses such as travel, meals and lodging expenses, expenses for presentation and financial materials, and legal fees and expenses.

9. Payment for services and reimbursement of expenses, as set forth above, will be made only after application is made pursuant to §§ 330 and/or 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and/or as otherwise ordered by this Court.

WoodRock is Disinterested

10. Except as set forth in the attached affidavit, to the best of the Debtors' knowledge, WoodRock has no other connection with the Debtors, their creditors, any other parties-in-interest, their respective attorneys and accountants, the United States Trustee or any person employed in the office of the United States Trustee and are "disinterested persons" within the definition of Section 101(14) of the Bankruptcy Code. *See Attached Affidavit.*

11. Moreover, the Debtors believe that WoodRock does not represent or hold any interests adverse to the Debtors, their bankruptcy estate, creditors, equity security holders, or affiliates in the matters on which WoodRock is to be engaged.

Accordingly, the Debtors respectfully request that the Bankruptcy Court enter an order pursuant to §§ 327, 328 and 330 of the Bankruptcy Code (i) authorizing the retention of WoodRock as the Debtors' financial advisor; and (ii) granting all such other relief as is just.

Dated: January 12, 2010.

Respectfully submitted,

Porter & Hedges, L.L.P.

/s/ Joshua W. Wolfshohl

David R. Jones

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Attorneys for the Debtors

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing instrument was duly served by United States first class mail to all parties listed on the attached Service List and by electronic transmission to all registered ECF users appearing in the case on January 12, 2010.

/s/ Joshua W. Wolfshohl

Joshua W. Wolfshohl

SERVICE LIST

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30 Largest Unsecured Creditors

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